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**UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK**

 ADVANCE MAGAZINE PUBLISHERS
 INC. d/b/a THE CONDÉ NAST
 PUBLICATIONS,

Plaintiff,

v.

ACTIV8NOW, LLC and ACTIVE8MEDIA,

Activ8now : and Active8media,

v.

ADVANCE PUBLICATIONS, INC.
 and RICHFX, INC.,

Third Party Defendants

x

CIVIL ACTION NO.:
 1:05-cv-07516-(KMK)(DFE)

NOTICE OF MOTION
Pro Hac

FILED
 2006 FEB 24 PM 4:35
 S.D. OF N.Y.

PLEASE TAKE NOTICE that, upon the annexed Declaration of Robert E.

Hanlon in support of this motion, and the Declaration of Frank Smith and the Certificate of Good Standing annexed thereto, the undersigned will move this Court, before the Honorable Kenneth M. Karas, United States District Judge, in the United States Courthouse, 500 Pearl Street, New York, New York 10007, on the 13th day of March, 2006 at 10:00 a.m., or as soon thereafter as counsel can be heard, for an order pursuant to Rule 1.3(c) of the Local Civil Rules of the United States District Court for the Southern District of New York granting the admission *pro hac vice* of Frank Smith, thereby permitting him to argue or try the above-captioned matter, in whole or in part, on behalf of Third Party Defendant RichFX, Inc. Frank Smith of Alston & Bird LLP, located at

One Atlantic Center, 1201 West Peachtree Street, Atlanta, GA 30309, is a member in good standing of the Bar of the State of Georgia. There are no pending disciplinary proceedings against Frank Smith in any State or Federal court.

WHEREFORE, counsel respectfully requests that this Court enter the attached Order granting this unopposed motion to admit Frank Smith *pro hac vice* as counsel to Third Party Defendant, RichFX, Inc.

Dated: New York, New York
February 23, 2006

Respectfully submitted,
ALSTON & BIRD LLP



Robert E. Hanlon
90 Park Avenue
New York, NY 10016
(212) 210-9400

Attorneys for Third Party Defendant, RichFX,

Inc.

TO: Randy Lipsitz, Esq.
Richard L. Moss, Esq.
KRAMER LEVIN NAFTALIS & FRANKEL LLP
1177 Avenue of the Americas
New York, New York 10036
Attorneys for Plaintiff
Advance Magazine
Publishers inc. d/b/a The
Condé Nast Publications

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Paul R. Niehaus, Esq.
NIEHAUS LLP
220 East 54th Street, 3K
New York, New York 10022
*Attorneys for Activ8now, LLC
and Active8media, LLC*

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

	X	
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	:	
ADVANCE MAGAZINE PUBLISHERS	:	
INC. d/b/a THE CONDÉ NAST	:	
PUBLICATIONS,	:	
	:	
Plaintiff,	:	CIVIL ACTION NO.:
	:	1:05-cv-07516-(KMK)(DFE)
v.	:	
	:	
ACTIV8NOW, LLC and ACTIVE8MEDIA,	:	DECLARATION OF
	:	ROBERT E. HANLON
Defendants Counterclaimants	:	
Activ8now : and Active8media,	:	
	:	
v.	:	
	:	
ADVANCE PUBLICATIONS, INC.	:	
and RICHFX, INC.,	:	
	:	
Third Party Defendants	:	
	X	

ROBERT E. HANLON hereby declares under penalty of perjury:

1. I am an attorney at law, duly admitted to practice before the courts of the State of New York and the United States District Court for the Southern District of New York.

2. I respectfully submit this Declaration in support of the motion made by Third Party Defendant, RichFX, Inc., pursuant to Rule 1.3(c) of the Local Civil Rules of the United States District Court for the Southern District of New York for an order permitting Frank Smith, Esq. to argue or try this action in whole or in part.

3. I am fully familiar with all of the relevant facts and circumstances herein.

4. I am a Partner in the law firm of Alston & Bird LLP, 90 Park Ave., New York, NY 10016, which is counsel to Third Party Defendant, Rich FX, Inc., in the above-captioned matter.

5. Frank G. Smith is a Partner in the law firm of Alston & Bird LLP, One Atlantic Center, 1201 West Peachtree Street, Atlanta, GA 30309.

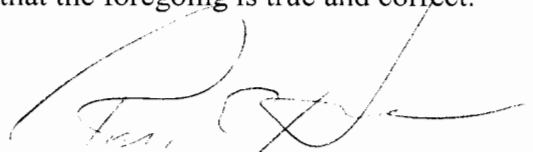
6. Frank Smith is an attorney duly admitted to practice in the State of Georgia. The Declaration of Frank G. Smith and Certificate of Good Standing are attached hereto.

7. There are no pending disciplinary proceedings against Frank G. Smith, Esq. in any State or Federal Court. He is prepared to faithfully comply with all rules of conduct applicable to lawyers admitted to practice in the Southern District of New York and in connection with any activities in this Court.

8. Accordingly, I respectfully request that this Court permit Frank G. Smith, Esq. to appear *pro hac vice* on behalf of Third Party Defendant, RichFX, Inc., for all purposes in connection with the above captioned matter.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 23, 2006


Robert E. Hanlon

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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ADVANCE MAGAZINE PUBLISHERS	:	
INC. d/b/a THE CONDÉ NAST	:	
PUBLICATIONS,	:	
	:	
Plaintiff,	:	CIVIL ACTION NO.:
	:	1:05-cv-07516-(KMK)(DFE)
v.	:	
	:	
ACTIV8NOW, LLC and ACTIVE8MEDIA,	:	DECLARATION OF
	:	FRANK G. SMITH
Defendants Counterclaimants	:	
Activ8now : and Active8media,	:	
	:	
v.	:	
	:	
ADVANCE PUBLICATIONS, INC.	:	
and RICHFX, INC.,	:	
	:	
Third Party Defendants	:	
<hr/>		X

FRANK G. SMITH hereby declares under penalty of perjury:

1. I am a Partner with the law firm of Alston & Bird LLP.
2. My offices are located at One Atlantic Center, 1201 West Peachtree Street, Atlanta, GA 30309.
3. I have associated with Robert E. Hanlon, a Partner with the law firm of Alston & Bird LLP, located at 90 Park Avenue, New York, New York 10016, to ensure compliance with all federal and local rules, practices and customs applicable in this Court.
4. I submit this declaration in support of RichFX, Inc.'s motion for my admission to practice *pro hac vice* in this Court in the above-captioned matter.

5. As shown in the Certificate of Good Standing annexed hereto, I am a member in good standing of the Bar of the State of Georgia.

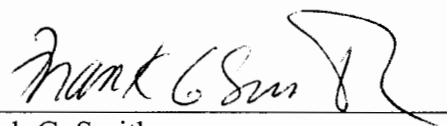
6. There are no pending disciplinary proceedings or criminal charges against me in any State or Federal Court.

7. I will faithfully adhere to the federal and local rules, practices and customs of this Court, including the New York State Lawyer's Code of Professional Responsibility and the Rules of Professional Conduct of the American Bar Association.

8. Wherefore, and pursuant to Rule 1.3(c) of the Local Civil Rules of the United States District Court for the Southern District of New York, it is respectfully requested that I be permitted to appear as counsel and advocate *pro hac vice* in this case on behalf of Third Party Defendant, RichFX, Inc.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February ²²____, 2006


Frank G. Smith

STATE BAR OF GEORGIA



Lawyers Serving the Public and the Justice System

Mr. Frank G. Smith III
Alston & Bird, LLP
One Atlantic Center
1201 West Peachtree Street
Atlanta, GA 30309-3424

CURRENT STATUS: Active Member-Good Standing

DATE OF ADMISSION TO PRACTICE: 08/12/1977

Attorney Bar Number: 657550

Today's Date: February 21, 2006

Listed below are the disciplinary actions, if any, which have been taken against this member:

State Disciplinary Board Docket #	Supreme Court Docket #	Disposition
NA	NA	N/A

The prerequisites for practicing law in the State of Georgia are as follows:

- Must be certified by the Office of Bar Admissions, either by Exam, or on Motion (Reciprocity).
- Sworn in to the Superior Court in Georgia, which is the highest court needed for individuals to practice law in the State of Georgia.
- Enrolled with the State Bar of Georgia, which is an arm of the Supreme Court of Georgia.

Attorneys licensed in Georgia and whose membership is current are eligible to practice law in Superior Court. The Attorney may upon application, if they so choose apply for admission to the Supreme, District and the Georgia Court of Appeals.

Under the privacy/confidentiality provision of the Bar Rule 4-221(d), any complaint against a member resolved prior to the filing and docketing of a disciplinary case in the Supreme Court is not a matter of public record, and may not be revealed without a waiver from the member. It is the policy of the State Bar of Georgia to answer any inquiry about a member by disclosing only those complaints that have been docketed in the Supreme Court. With respect to matters that are currently pending as active, undocketed cases, when an inquiry is received, the State Bar of Georgia shall not disclose the existence of those complaints. Such non-disclosure should not be construed to confirm the existence of confidential complaints since the vast majority of members in good standing are not the subjects of such confidential complaints.

This member is currently in "good standing" as termed and defined by **State Bar Rule 1-204**. The member is current in license fees and is not suspended or disbarred as of the date of this letter.

This document hereby certifies that the above-mentioned individual is a registered member of the State Bar of Georgia and is currently in good standing.

STATE BAR OF GEORGIA

Toni Peterson
Toni Peterson
Official Representative of State Bar of Georgia



HEADQUARTERS

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Atlanta, Georgia 30303
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P.O. Box 1390
Tifton, Georgia 31793-1390
(229) 387-0446 ■ (800) 330-0446
FAX (229) 382-7435

CERTIFICATE OF SERVICE

I hereby certify that I have served a copy of the within and foregoing Notice of Motion, and the attached Declaration of Robert E. Hanlon, Declaration of Frank G. Smith and proposed Order Admitting Frank Smith *Pro Hac Vice* via first class mail addressed to all counsel of record as follows:

Randy Lipsitz, Esq.
Richard L. Moss, Esq.
KRAMER LEVIN NAFTALIS & FRANKEL LLP
1177 Avenue of the Americas
New York, New York 10036
Attorneys for Plaintiff Advance Magazine Publishers inc. d/b/a The Condé Nast Publications

Dale Lischer, Esq.
T. Hunter Jefferson, Esq.
Deborah A. Heineman, Esq.
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1230 Peachtree Street, N.E.
Atlanta, GA 30309-3592

Paul R. Niehaus, Esq.
NIEHAUS LLP
220 East 54th Street, 3K
New York, New York 10022
Attorneys for Activ8now, LLC and Active8media, LLC

This 23 day of February, 2006.

